

Decision No. C24-0543

BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF COLORADO

PROCEEDING NO. 24A-0279T

IN THE MATTER OF THE JOINT APPLICATION OF WINDSTREAM HOLDINGS II, LLC
AND UNITI GROUP INC. TO EXECUTE A TRANSFER PURSUANT TO 4 C.C.R. 723-2-2110.

**COMMISSION DECISION DEEMING
APPLICATION COMPLETE AND GRANTING
JOINT TRANSFER APPLICATION**

Issued Date: July 29, 2024

Adopted Date: July 24, 2024

I. BY THE COMMISSION

A. Statement

1. This matter comes before the Commission for consideration of a Joint Transfer Application filed on June 14, 2024, by Windstream Holdings II, LLC (“Windstream Holdings”), with its subsidiaries holding Colorado authorizations (“Windstream Licensees”), Uniti Group Inc. (“Uniti”), with its subsidiary, Uniti National LLC, holding a Colorado authorization (“Uniti Licensee”), and Windstream Parent, Inc. (“Windstream Parent”).

2. The Applicants request Commission authorization for authority to execute a multi-step transaction that will result in the indirect transfer of control of Windstream Licensees and Uniti Licensee to Windstream Parent. The Transaction will not result in any change of Commission issued authorities for either Windstream Licensees or Uniti Licensee.

3. We will construe this filing as an application for approval of the indirect transfer of control of the Windstream Licensees and Uniti Licensee to Windstream Parent

pursuant to 4 *Code of Colorado Regulations* 723-2-2110 of the Commission's Rules Regulating Telecommunications Services and Providers of Telecommunications Services.

4. Windstream Holdings is a privately held limited liability company organized under the laws of the state of Delaware. Windstream's incumbent local exchange carrier ("ILEC") operating subsidiaries in the states of Alabama, Arkansas, Florida, Georgia, Iowa, Kentucky, Minnesota, Mississippi, Missouri, Nebraska, New Mexico, New York, North Carolina, Ohio, Oklahoma, Pennsylvania, South Carolina, and Texas. Windstream's competitive local exchange carrier ("CLEC") operating subsidiaries offer services in all 50 states and the District of Columbia.

5. In Colorado, the Windstream Licensees operate under the following authorizations:

- a) *Broadview Networks, Inc.* was granted a Certificate of Public Convenience and Necessity ("CPCN").
- b) CPCN to provide local exchange service and a Letter of Registration ("LOR") in Proceeding No. 11A-523T with Decision No. C11-0761 on July 13, 2011.
- c) *Business Telecom, LLC* is registered with the Commission to provide resold toll service and does not have authority to provide telecommunications services.
- d) *DeltaCom, LLC* is registered with the Commission to provide resold toll service and does not have authority to provide telecommunications services.
- e) *McLeodUSA Telecommunications Services, LLC* was granted a CPCN to provide local exchange
- f) and emerging competitive services in Proceeding No.96A-495T with Decision No. R97-329.
- g) *PAETEC Communications, LLC* was granted a CPCN in Proceeding No.99A-373T with Decision No. R99-995 on September 14, 1999.
- h) *Talk America, LLC* was granted a CPCN in Proceeding No.00A-548T with Decision No. C00-1388 on December 11, 2000.
- i) *Windstream Communications, LLC* is authorized to provide resold interexchange services.
- j) *Windstream New Edge, LLC* was granted a CPCN and a LOR in Proceeding No. with Decision No. C13-0211 on February 14, 2013.
- k) *Windstream NuVox, LLC* was granted a CPCN in Proceeding No.11A-204Twith Decision No. C11-0424 on April 22, 2011.

6. Windstream Parent, Inc. is a Delaware corporation and a subsidiary of Windstream. As a result of the proposed Transaction, it will become the ultimate parent company of the Windstream Licensees and the Uniti Licensee.

7. Uniti is an internally managed real estate investment trust organized under the laws of the State of Maryland.

8. Uniti Licensee holds a CPCN granted by Commission in Proceeding No. 20A-0507T, Decision No. C21-0006 on January 7, 2021.

9. Applicants, therefore, request Commission authorization to complete the indirect transfer of control of Windstream Licensees and Uniti Licensee to Windstream Parent. The applicant notes that the transaction involves multiple steps, including Windstream merging into Parent, with Parent surviving, and Uniti merging into a newly formed subsidiary of Parent, with Uniti Group Inc. surviving. As a result, both the Windstream Licensees and the Uniti Licensee will become indirect subsidiaries of Parent.

10. As stated in the application, Windstream Parent will be owned by a combination of Uniti's pre-closing public shareholders and Windstream's pre-closing equity holders, with Uniti's pre-closing public shareholders holding a majority of Windstream Parent's common stock. No assignment of licenses, certificates, assets, or customers by the Windstream Licensees, the immediate parent entities of the Windstream Licensees, the Uniti Licensee, or the immediate parent of the Uniti Licensee will occur as a consequence of the proposed Transaction, which will occur at the parent holding company level.

11. On June 18, 2024, a notice of the Joint Application was provided to all persons, firms, or corporations interested in or affected by the grant or denial of the requested relief. Interventions were due on or before July 18, 2024. No interventions were filed.

B. Discussion

12. The Commission has jurisdiction over this Joint Application pursuant to §§ 40-5-105, 40-15-204, and 40-15-303, C.R.S.

13. The application contains all of the information required by the applicable Commission Rules and is therefore deemed complete.

14. The application is unopposed and therefore may be considered without a formal hearing, pursuant to § 40-6-109(5), C.R.S.

15. Applicants request Commission approval of indirect transfer of control of the Windstream Licensee and Uniti Licensee to Windstream Parent. Windstream Parent does not hold any Commission-issued telecommunications authorities.

16. The Transaction will have no adverse impact on either company's customers. Windstream Licensees and Uniti Licensee will continue to receive substantially the same services and rates, terms, and conditions of service without disrupting any customer-facing operations.

17. Windstream Licensees and Uniti Licensee are competitive providers with commission-issued authorities. Except for limited circumstances (such as for providers that are recipients of state high-cost support and for the provision of basic emergency services), certifications to provide basic local exchange services are no longer regulated by the Commission. *See* § 40-15-401(1)(b), C.R.S. Similarly, the provision of any other emerging competitive services such as advanced features, premium services, intraLATA toll, non-optional operator services, and private line services, except switched access services and basic emergency services, are no longer regulated by the Commission. *See* §§ 40-15-401(1)(e), (k), (n), (o), (s), (t), C.R.S. Consequently, the Commission does not have the authority to approve the transfers of the CPCNs or those parts

of the LORs addressing advanced features, premium services, intraLATA toll, non-optional operator services, and private line services.

18. Switched access services and the provision of basic emergency services have not been deregulated. As a result, we have the authority to review and approve or deny transfers and encumbrances of the part of authorities held by providers that address those services.

19. We remind applicants that public utilities remain subject to Commission oversight that includes but is not limited to reporting and payment obligations to the Colorado High-Cost Support Mechanism and the Telecommunications Relay Services Program.

20. We find that the proposed indirect transfer of control of Windstream Licensees and Uniti Licensee to Windstream Parent is not contrary to the public interest and therefore grant the Joint Application for transfer to that extent. Entities that hold Commission-issued authorities remain obligated to comply with any applicable requirements or regulations as stated in Article 15 of Title 40.

II. ORDER

A. The Commission Orders That:

1. The Joint Application to Transfer filed by Windstream Holdings II, LLC, with its subsidiaries holding Colorado authorizations, Uniti Group Inc., with its subsidiary, Uniti National LLC, holding a Colorado authorization, and Windstream Parent, Inc. is deemed complete within the meaning of § 40-6-109.5, C.R.S., and is granted.

2. Windstream Holdings II, LLC, with its subsidiaries holding Colorado authorizations (“Windstream Licensees”), Uniti Group Inc., with its subsidiary, Uniti National LLC, holding a Colorado authorization (“Uniti Licensee”), and Windstream Parent, Inc., or their authorized representatives shall jointly notify the Commission if the transfer has been terminated

or is not completed within 60 days of the proposed effective date stated in the application or if the proposed transfer terms are changed prior to the consummation date. The notice shall include the proceeding and decision numbers which granted the authority to execute the transfer.

3. The 20-day period provided for in § 40-6-114, C.R.S., within which to file applications for rehearing, reargument, or reconsideration begins on the first day following the effective date of this Decision.

4. This Decision is effective on its Issued Date.

**B. ADOPTED IN COMMISSIONERS' WEEKLY MEETING
July 24, 2024.**

(S E A L)



ATTEST: A TRUE COPY

THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF COLORADO

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MEGAN M. GILMAN

TOM PLANT

Commissioners

Rebecca E. White,
Director